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AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRICKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN. BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. NOW, HAVING BEEN TRANSPORTED TO THE PLANET CALLED COUNTER-EARTH IN SEARCH OF ASTRONAUT JOHN JAMESON, PETER MUST LEARN TO SURVIVE ON A WORLD FRAUGHT WITH ALIEN PERIL! STAN LEE PRESENTS:

SPIDER-MAN UNLIMITED

CLAWS ON COUNTER-EARTH

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COME ON, FELLA-- GIVE UP WHILE I'M STILL YOUNG!
YOU'RE CLEARLY NOT GOING TO WIN ANY AWARDS FOR YOUR MARKSMANSHIP!
EXIT

SPAK!
SPAK!
SPAK!
SPAK!
SHEESH! BELABOR THE POINT, WHY DON'T YOU!

HEY! DIDN'T I KNOCK ANY SENSE INTO YOU THE FIRST TIME AROUND?
KRAK!
SMEK!

AND WHAT DID I TELL YOU ABOUT THAT SILLY-LOOKING HAT?
UNGH!
POW!

THAT'S RIGHT, I SAID--
UH-OH.
WHAT DO YOU THINK YOU'RE DOING, SCAR FACE?
GETTIN' OUT OF HERE BEFORE I SPRAIN MY FUNNY BONE ON WHAT PASSES FOR YOUR SENSE OF HUMOR!
A WORD TO THE WISE, WEB-SLINGER?
LEAVE THE STAND-UP COMEDY ROUTINE AT HOME NEXT TIME!

OOOO, A HECKLER!
I HATE HECKLERS!

KERRESSH

JUST TO SHOW YOU WHAT A GENEROUS AND FORGIVING GUY I AM, THOUGH, I'LL--
!
HEY, WHERE'D HE GO?

THERE'S NO SIGN OF HIM ANYWHERE, BUT...
...HOW COULD HE HAVE SIMPLY VANISHED LIKE THAT?

IT'S A MYSTERY I'LL HAVE TO LEAVE FOR THOSE MACHINE MEN, I'M AFRAID!
LAST THING I NEED RIGHT NOW IS TO GET IN A SNIT WITH THEM!

IT'S FUNNY...I CAME TO *COUNTER-EARTH* TO RESCUE *JOHN JAMESON* ONLY TO FIND HE DIDN'T *WANT* TO BE SAVED.

HE FOUND A NEW *PURPOSE* HERE, AS PART OF THE *HUMAN REVOLUTION*, BUT HERE *I* AM, LIVING A LIFE NOT *THAT* DIS-SIMILAR FROM THE ONE I LEFT ON *EARTH*.

IT'S BEEN A LEARNING EXPERIENCE, THOUGH.

JAMESON AND HIS CRONIES ALL TALKED AS THOUGH THE *HIGH EVOLUTIONARY* AND THE *BEASTIALS* WERE INHERENTLY *BAD*--

--BUT THE *HUMANS* HERE SEEM JUST AS CAPABLE OF DOING *WRONG* AS ANYONE ELSE HERE.

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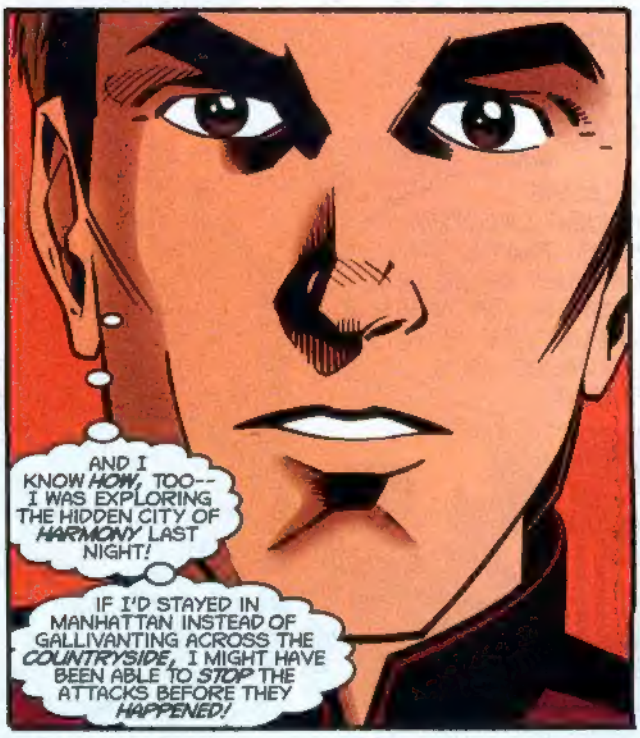
HI, NAOKO. HOW ARE-- HEY, YOU LOOK WORRIED.
IS SOMETHING WRONG?
OH, PETER, AM I GLAD TO SEE YOU!
SOMETHING IS WRONG--WITH SHAYNE.
WHAT?

THERE'S BEEN A RECENT STRING OF CRIMES WHEREIN ALL THE VICTIMS ARE FOUND WITH THEIR IDENTIFICATION CHIPS RIPPED OUT OF THEIR NECKS.
THE KIDS AT SCHOOL HAVE BEEN TEASING SHAYNE, TELLING HIM HE'S GOING TO BE NEXT.
JEEZ, THIS IS THE FIRST I'VE EVEN HEARD OF IT!

REALLY? IT WAS ON THE NEWS JUST LAST NIGHT--AND IN THIS MORNING'S DAILY BYTE.
DON'T TELL ME YOU DON'T EVEN READ THE PAPER YOU WORK FOR.
I MUST'VE... MISSED THAT STORY SOMEHOW...!


AND I KNOW HOW, TOO-- I WAS EXPLORING THE HIDDEN CITY OF HARMONY LAST NIGHT!
IF I'D STAYED IN MANHATTAN INSTEAD OF GALLIVANTING ACROSS THE COUNTRYSIDE, I MIGHT HAVE BEEN ABLE TO STOP THE ATTACKS BEFORE THEY HAPPENED!

MAYBE YOU COULD TALK TO HIM, PETER. YOU KNOW HOW MUCH HE LOOKS UP TO YOU...!
SURE, I CAN TALK TO HIM...
...OR MAYBE I COULD CONVINCE MY PAL, SPIDER-MAN, TO STOP BY.

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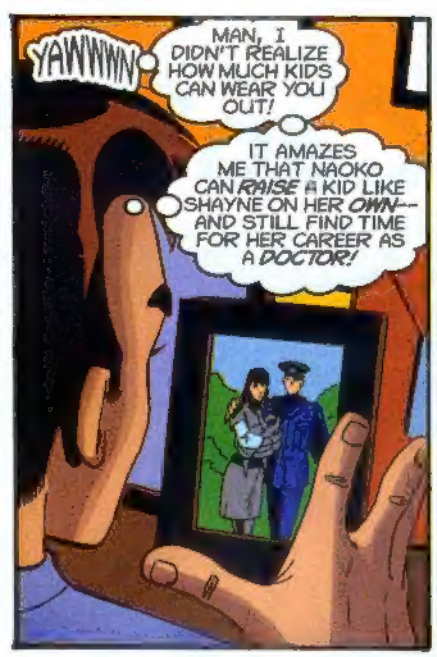
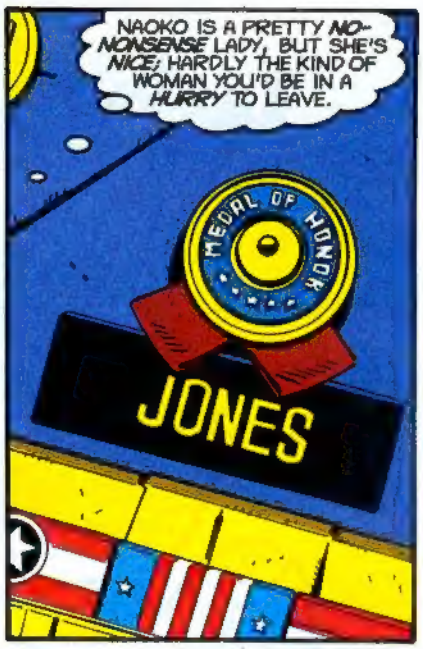

YAWWWN
MAN, I DIDN'T REALIZE HOW MUCH KIDS CAN WEAR YOU OUT!
IT AMAZES ME THAT NAOKO CAN *RAISE* A KID LIKE SHAYNE ON HER *OWN*-- AND STILL FIND TIME FOR HER CAREER AS A *DOCTOR!*

I WONDER WHAT HAPPENED BETWEEN NAOKO AND SHAYNE'S *FATHER.*


NAOKO IS A PRETTY *NO-NONSENSE* LADY, BUT SHE'S *NICE;* HARDLY THE KIND OF WOMAN YOU'D BE IN A *HURRY* TO LEAVE.
MEDAL OF HONOR
JONES

THEN AGAIN, I'M THE NUT WHO WALKED AWAY FROM A GORGEOUS *GIRLFRIEND* AND A LOVING *AUNT* TO PLAY *HERO* ON ANOTHER WORLD.
WEIRD... I DON'T JUST MISS *THEM,* BUT ALL THE FAMILIAR FACES I USED TO TAKE FOR GRANTED AT THE *DAILY BUGLE...*

...JOE ROBERTSON, BEN URICH, BETTY BRANT...
...EVEN THAT OLD BLOWHARD OF A *BOSS,* J. JONAH JAMESON!
CLICK
I WONDER WHAT THE CHANCES ARE OF THOSE FOLKS HAVING COUNTERPARTS HERE.

I MEAN, THERE'S A GUY DRESSING UP AS THE *GREEN GOBLIN...*
...AND I'VE MET THE *REED RICHARDS* AND *BEN GRIMM* OF THIS WORLD, AND A GIRL WHO AT LEAST *LOOKS* LIKE GWEN...

...WHY *COULDN'T* THERE BE *OTHERS?*

HEY, COME ON, SHAYNE--YOUR MOM SAID IT WAS TIME TO GO TO SLEEP.
IF YOU WANT TO SCARE ME, YOU'LL HAVE TO TRY TOMORROW.
SCRAPE
SCRAPE

WAIT A MINUTE--NOW MY SPIDER-SENSE IS POUNDING LIKE A BATTERING RAM.
WHATEVER THAT SOUND WAS, IT'S FOR REAL.

BETTER CHECK IT OUT BEFORE SHAYNE REALLY DOES HAVE CAUSE TO HIDE UNDER THE COVERS!

HMM...I DON'T SEE ANYTHING.
IF MY SPIDER-SENSE WASN'T TINGLING, I'D BE PRONE TO THINK IT WAS JUST SHAYNE'S WORRIES GETTING TO ME...

...BUT SOMETHING TELLS ME I'D BETTER ACTIVATE MY COSTUME AND FIGURE OUT WHAT'S OUT THERE...

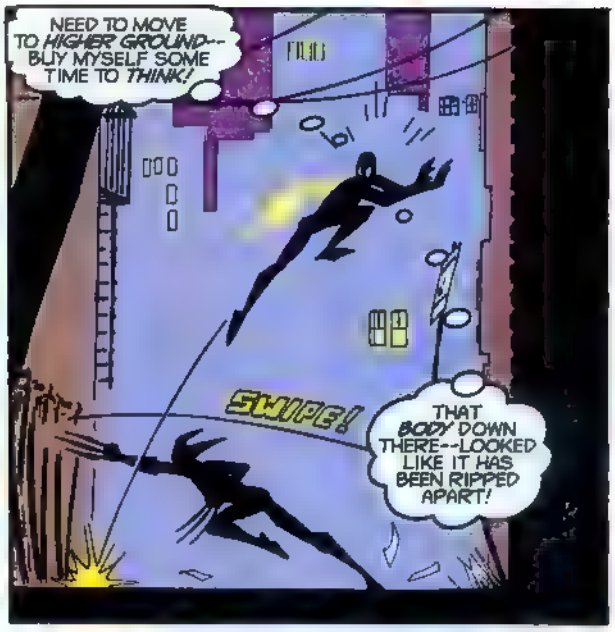
...BEFORE SHAYNE OR NAOKO HEAR IT, TOO!

RRRAAAOOOWWW!

NO PARKING

...BIG PICTURE...!

YOWZA! WHOEVER THIS GUY IS, HE'S FAST!
KA-SLAM!

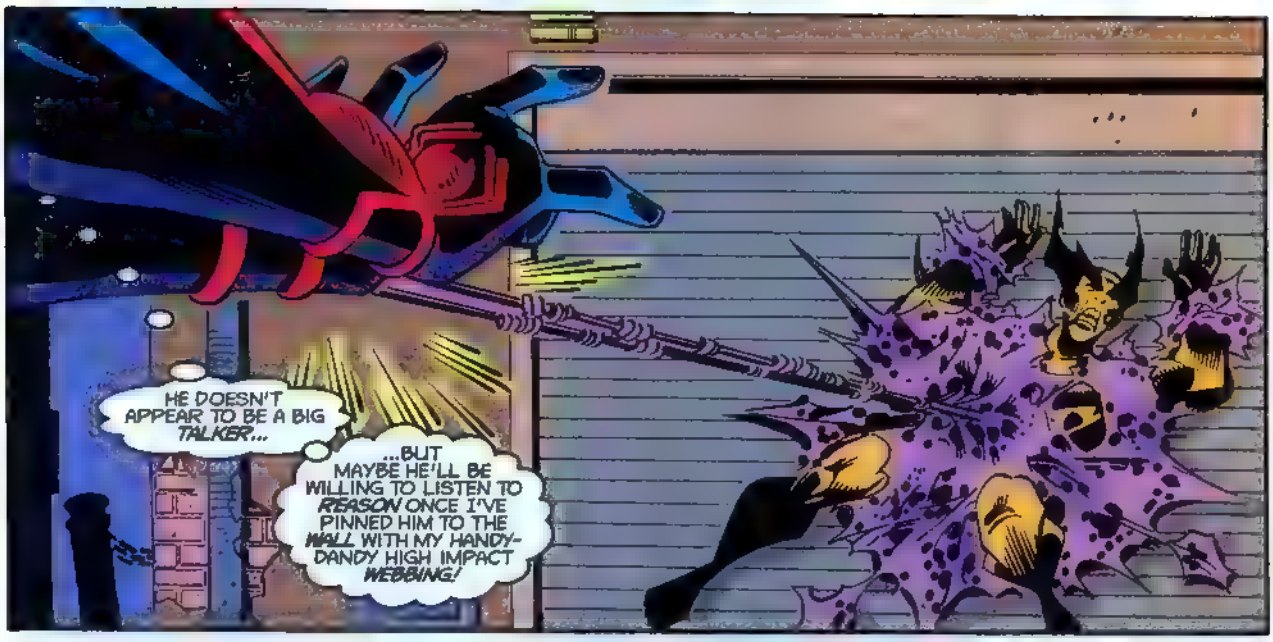

NEED TO MOVE TO HIGHER GROUND--BUY MYSELF SOME TIME TO THINK!
SWIPE!
THAT BODY DOWN THERE--LOOKED LIKE IT HAS BEEN RIPPED APART!

AND THE WAY THIS WILD MAN IS SWINGING THOSE CLAWS OF HIS, IT DOESN'T TAKE A GENIUS TO--WAITAMINUTE!
HIS CLAWS... THE WAY HE MOVES...! EITHER I'M IMAGINING THINGS...

...OR THAT'S WOLVERINE!

AND WHAT'S MORE... HE'S COMING AT ME AGAIN... MADDER THAN EVER!
RHAAAR!

IT'S NO *USE*-- HE'S TOO *FAST!*
AND I CAN ONLY *AVOID* HIS ATTACKS FOR SO LONG!
SKASH!


HE DOESN'T APPEAR TO BE A BIG *TALKER*...
...BUT MAYBE HE'LL BE WILLING TO LISTEN TO *REASON* ONCE I'VE PINNED HIM TO THE *WALL* WITH MY HANDY-DANDY HIGH IMPACT *WEBBING!*

SHRIIIP!

OR NOT...!
FOOL...
...THINK YOU CAN STOP ME WITH YOUR PATHETIC... PARLOR TRICKS...!
OKAY, SO YOU'RE A TOUGH GUY TO IMPRESS, THAT DOESN'T MEAN WE CAN'T--
AAAAAIIIIIEEEE!
HEY! HOW DO YOU EXPECT ME TO TALK TO YOU IF YOU'RE RUNNING OFF LIKE THAT?
COME ON, FELLA--PLAY NICE.
PLAY...BY YOURSELF.
SOME-ONE...IS IN... TROUBLE!
HURH?
WHAT THE HECK?
ONE MINUTE HE'S IN A BERSERKER RAGE--TRYING TO SKEWER YOURS TRULY--
--THE NEXT, HE'S TAKING OFF LIKE A MAN ON A MISSION!
AND THIS BODY... IT'S COLD... PROBABLY BEEN HERE FOR HOURS...!
SOME-THING TELLS ME I SHOULDN'T BE TAKING MY FERAL LITTLE FRIEND AT FACE VALUE!

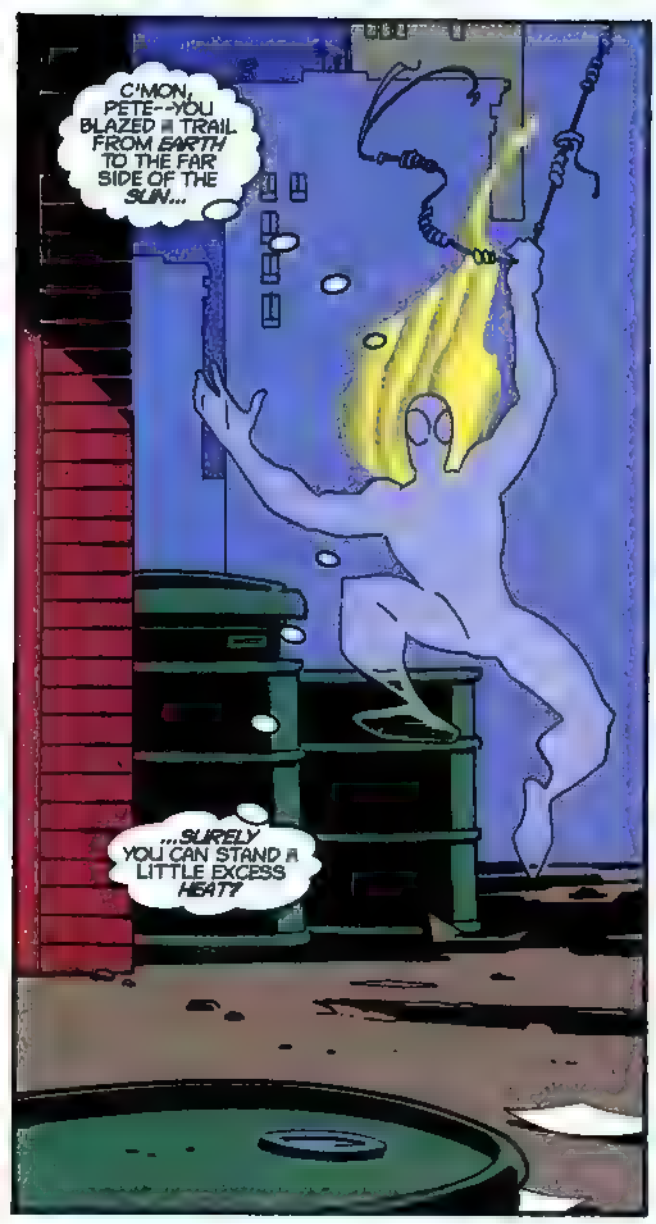
HE RAN OFF TO THAT SCREAM... BUT I CAN PROBABLY CATCH UP TO HIM EASY ENOUGH.
I'LL EXERCISE SOME DISCRETION THIS TIME AROUND, THOUGH...

...BY SHIFTING MY SUIT INTO STEALTH MODE!
VOOP!

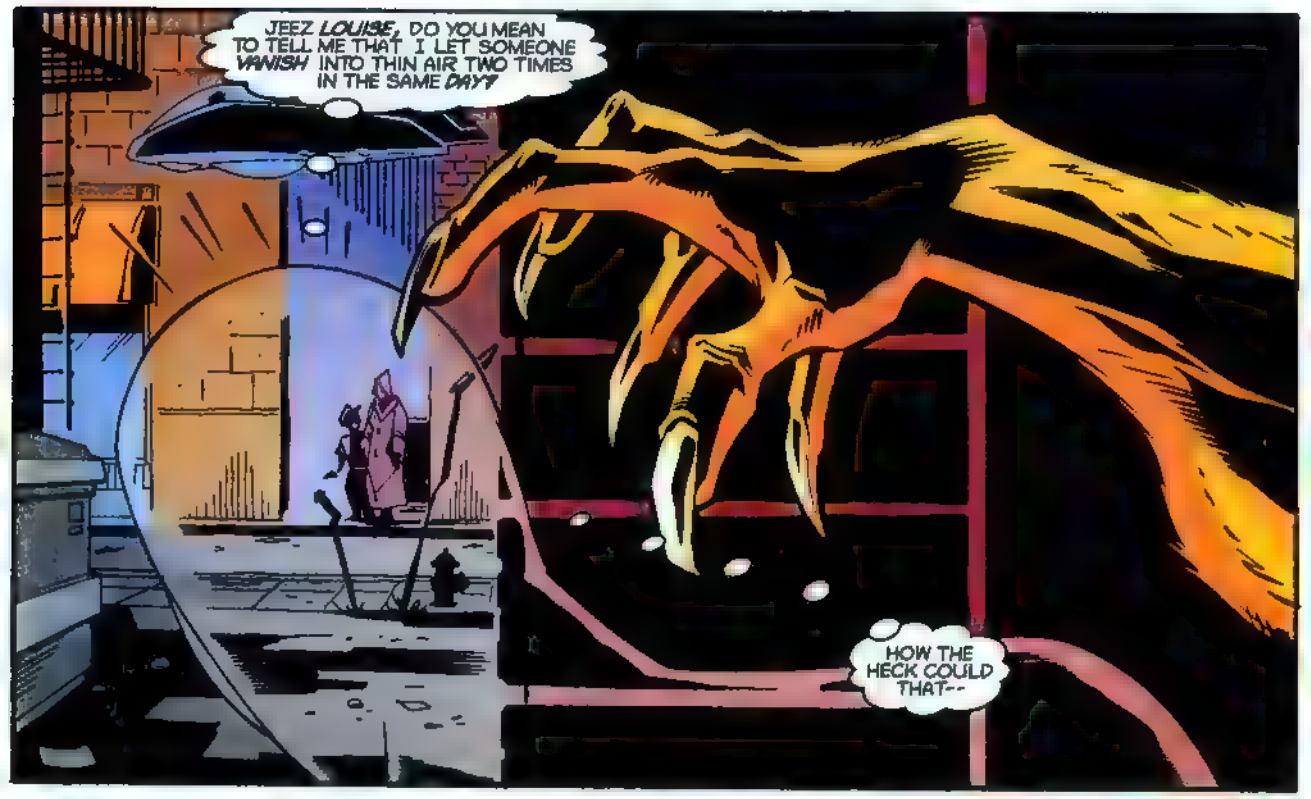
ADD A LITTLE WEB-SWINGING TO THE MIX AND I SHOULD BE ABLE TO CATCH THAT FRENZIED FURBALL IN NO TIME AT ALL!

AND, BINGO-- I'M IN LUCK!

HE'S HEADING INTO THAT ALLEY--!
I'M REALLY STARTING TO SWELTER IN THIS SUIT...I FORGOT HOW HOT THIS NEW SUIT GETS BY RUNNING THE STEALTH FUNCTION.
I NEED TO SWITCH BACK TO STREET MODE...
...BUT I NEED TO STAY HIDDEN... JUST A BIT LONGER...!


C'MON, PETE--YOU BLAZED A TRAIL FROM EARTH TO THE FAR SIDE OF THE SUN...
...SURELY YOU CAN STAND A LITTLE EXCESS HEAT?

JUST MOVE IN NICE AND SLOW AND YOU'LL HAVE THE LITTLE--
WHAT TH--?!!
HE'S GONE!


JEEZ LOUISE, DO YOU MEAN TO TELL ME THAT I LET SOMEONE VANISH INTO THIN AIR TWO TIMES IN THE SAME DAY?
HOW THE HECK COULD THAT--

RIIIIIP!
HEY!
YOUR... CLOAKING DEVICE MAY HIDE YOU...FROM OTHERS...
...BUT YOUR SCENT WILL GIVE YOU AWAY...EVERY TIME!
>UNNF!< WELL, GREAT, THEN--YOU CAUGHT ME.
WE NEED TO TALK, THOUGH.
CAN WE TALK? IT WOULD MAKE THINGS SO MUCH EASIER!
SLAM
TALKING... WOULD BE GOOD.
MY VOICE... IS VIRTUALLY THE SOLE REMINDER OF... WHO I WAS...BEFORE THE EXPERIMENTS...!
IT'S ONE OF THE... FEW ASPECTS OF MY FORMER SELF LEFT TO ME.
EXPERIMENTS?
WAIT A SECOND... YOU'RE FROM HARMONY, AREN'T YOU?
"YES, I... OBSERVED YOUR STRUGGLE THERE...CAUGHT YOUR SCENT... A SCENT THAT SOMEHOW REMINDED ME... OF HOME...!"
HOME...?
THEN... I WAS RIGHT! YOU'RE NOT THE KILLER STEALING ALL THE IDENTIFICATION CHIPS, ARE YOU?
NO...I FOUND THE... BODY IN THE ALLEYWAY... JUST BEFORE YOU...
THE SCENT OF INNOCENT BLOOD... IT CAUSED ME TO--
WAIT.
LISTEN...!

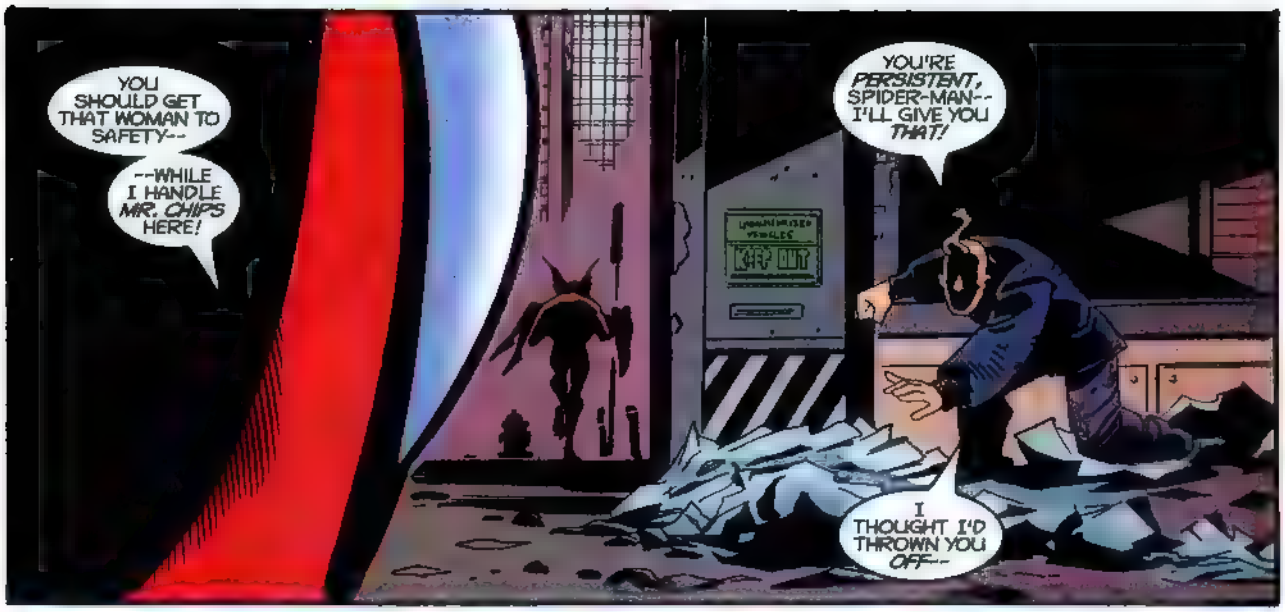
THERE!
THE WOMAN... WHO SCREAMED EARLIER...AND HER ASSAILANT...!

HOW'D YOU HEAR THAT THING? IT BARELY GENERATES A HUM!
SNIKT!
SNIKT!
ENHANCED SENSES. PART OF MY... TRANS-FORMATION...
...INTO THIS... THING!

MAN, THAT GUY LOOKS SO SIMILAR TO WOLVERINE... BUT HE'S GOT SO MANY ISSUES, I'D NEED A SUBSCRIPTION TO KEEP UP!
WE'LL HAVE TO SORT 'EM OUT LATER, THOUGH, BECAUSE RIGHT NOW...
EXCUSE ME, SIR--

--BUT I THINK THIS IS WHERE YOU GET OFF!
SPLANG!

I'VE GOT THE GIRL, SPIDER-MAN!
BIP!
GREAT! NICE SAVE...ER, "BUB!"
GRAB!
SHOONG!
SLAM!


YOU SHOULD GET THAT WOMAN TO SAFETY--
--WHILE I HANDLE MR. CHIPS HERE!
YOU'RE PERSISTENT, SPIDER-MAN-- I'LL GIVE YOU THAT!
I THOUGHT I'D THROWN YOU OFF--

THAT FACE! IT'S--
YOU'RE THE CRIMINAL FROM THE BANK!

--BUT IT LOOKS LIKE YOU'VE FINALLY CAUGHT ON!
IT'S ME, ALL RIGHT! THE CUNNING BANK ROBBER WHO VANISHED INTO THIN AIR...

...OR, BETTER STILL...

...SIMPLY HID IN PLAIN SIGHT!

SUCH DECEPTION IS CHILD'S PLAY--
--FOR THE CHAMELEON

BOY, IF YOU COULD'VE SEEN THE *LOOK* ON YOUR BUG-EYED *FACE* THIS AFTERNOON!
IF I HADN'T BEEN MAKING OFF WITH A COOL *FIFTY GRAND*, I'D SAY IT WAS *PRICELESS!*
KA-KRAK!

OKAY, GREAT-- YOU'RE A *SHAPE SHIFTER!*
I GET IT-- NOW GET *OVER* YOURSELF!
SMEK!

HAHAHAHA
YOU'RE A *FOOL*, SPIDER-MAN, DO YOU *KNOW* THAT? NO MATTER WHAT YOU DO, YOU CAN'T *WIN!*
I CAN COMMIT *ANY* CRIME AND GET AWAY WITH IT!

I COULD EVEN MAKE IT APPEAR...
...THAT YOU ARE THE ONE RESPONSIBLE...
URRKK
...FOR ALL THE ATTACKS ON THE GOOD CITIZENS OF THIS FAIR CITY!
NEVER!
DON'T KID YOURSELF, SPIDER-MAN!
HOW DO YOU EXPECT ANYONE ELSE TO KNOW BETTER--
--WHEN YOUR OWN FRIENDS CAN'T TELL THE DIFFERENCE?!
HURRY, HE'S GOT ME! THE SHAPE SHIFTER WANTS TO STEAL MY I.D. CHIP AND THEN TERRORIZE THE CITY AS ME!
DON'T LISTEN TO HIM! I'M THE REAL SPIDER-MAN! YOU HAVE TO TRUST ME--!
TRUST...?
TRUST...HAS NOTHING... TO DO WITH IT!

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HE MANAGED TO GET NEARLY A DOZEN OF THESE THINGS...!

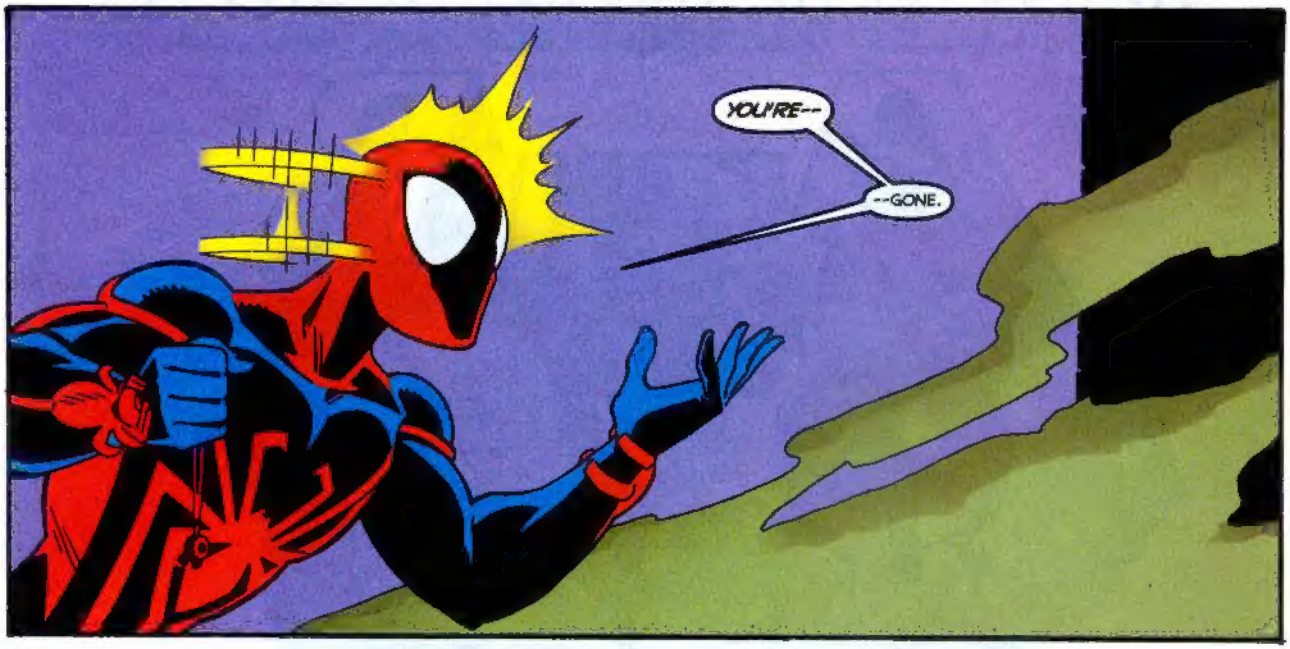
AND EACH ONE...EACH TINY PIECE OF SILICON... REPRESENTS A LIFE LOST.
I SHOULD HAVE STOPPED HIM SOONER...!

YOU DID... WHAT YOU COULD.
I SHOULD NOT HAVE COME HERE. THINGS... HAVE GROWN FAR TOO COMPLICATED... SINCE I LEFT.
THAT'S RIGHT, YOU SAID--

FORGET... WHAT I SAID.
TOO MUCH HAS CHANGED... THIS PLACE...IS MY HOME...
SNAP!
...NO LONGER.

HERE... TAKE THIS.
I KNOW...YOU'LL UNDERSTAND... WHAT NEEDS TO BE DONE.
HUNH?

WAIT A MINUTE...
...DO YOU WANT ME TO GIVE THIS TO SOMEONE--OR OH, MAN!
MEDAL OF HONOR


YOU'RE--
--GONE.

DOESN'T THAT JUST BEAT ALL?
HERE I WAS EXPECTING ANSWERS... A BIG FINISH...

...AND EVEN THOUGH I CAUGHT THE CROOK...
THE END
...I'M STILL ROBBED OF ANY KIND OF CLOSURE!